

**MODIFICATION #21
TO
CONTRACT NUMBER C600005
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
ENTERPRISE RAC COMPANY OF MARYLAND, LLC
AND
ENTERPRISE LEASING COMPANY OF NORFOLK/RICHMOND, LLC**

This MODIFICATION #21 is an agreement between the Commonwealth of Virginia, Department of General Services, hereinafter referred to as "Commonwealth" or "DGS" and Enterprise RAC Company of Maryland, LLC (T.I.N 43-1344830), and Enterprise Leasing Company of Norfolk/Richmond, LLC (T.I.N. 43-1456555), both of which are Delaware limited liability companies and are hereinafter referred to as "Contractor," relating to the modification of Contract C600005 dated April 24, 2006, as amended, hereinafter referred to as the "Contract" or "Agreement." This Modification #21 is hereby incorporated into and made an integral part of the Agreement.

The purpose of this Modification #21 is to document both parties' agreement concerning revision to Attachment B entitled "Price Schedule."

Reference: Contract C600005, Section III, entitled "Required General Terms and Conditions," Subsection "O", entitled "Changes to the Contract," sub-paragraph 2.a., which allows changes to be made to the contract by mutual agreement between the parties.

In accordance with the reference above, the above-referenced parties hereby agree to replace Contract Attachment B, entitled "Price Schedule," with the updated and revised Attachment B, incorporated herein and attached hereto, which clarifies Airport and Fixed Base Operation location service fees. All previously incorporated "Price Schedule" attachments are hereby deleted and made null and void. These changes are effective immediately upon the final execution of this Modification #21.

The foregoing is the complete and final expression of the parties' agreement to modify Contract C600005 and cannot be modified, except by a writing signed by the duly authorized representatives of both parties.

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

PERSONS SIGNING THIS CONTRACT ARE AUTHORIZED REPRESENTATIVES OF EACH PARTY TO THIS CONTRACT AND ACKNOWLEDGE THAT EACH PARTY AGREES TO BE BOUND BY THE TERMS AND CONDITIONS OF THE CONTRACT.

Enterprise RAC Company of
Maryland, LLC

BY: Michelle Z. Bosch
NAME: Michelle Bosch
TITLE: Vice President / GM
DATE: 11-30-09

Commonwealth of Virginia
Department of General Services

BY: Linda W. Arrington
NAME: Linda W. Arrington, CPPB, VCO
TITLE: Senior Contracting Officer, DGS CPU
DATE: 12/1/09

and

Enterprise Leasing Company of
Norfolk/Richmond, LLC

BY:

Brian T. Duffey

NAME:

BRIAN T. DUFFEY

TITLE:

Vice President / General Mgr.

DATE:

11/16/09

Commonwealth of Virginia
Department of General Services

BY:

Linda W. Arrington

NAME:

Linda W. Arrington, CPPB, VCO

TITLE:

Senior Contracting Officer, DGS CPU

DATE:

12/1/09

**ATTACHMENT B
TO
MODIFICATION #21
TO
CONTRACT C600005**

A. Price Schedule – Non Airport and Fixed Base Operation Location Fees

Vehicle Type	Daily	Weekly	Monthly
Compact	\$32.65	\$179.58	\$718.30
Intermediate	\$35.65	\$196.08	\$784.30
Mid Size	\$36.65	\$201.58	\$806.30
Full Size	\$36.65	\$201.58	\$806.30
Minivan	\$65.65	\$361.08	\$1,444.30
12/15 Passenger Van	\$85.65	\$471.08	\$1,884.30
Cargo Van	\$55.65	\$306.08	\$1,224.30

Vehicle Type	Daily Includes 150 free miles	Weekly Includes 750 free miles	Additional Cost incurred after exceeding free miles
Cutaway truck	\$70.00	\$350.00	\$0.15/mile
15-16 ft box truck	\$80.00	\$400.00	\$0.15/mile
20-24 ft stake bed	\$105.00	\$525.00	\$0.15/mile
24 ft box truck	\$100.00	\$500.00	\$0.15/mile
26 ft box truck	\$105.00	\$525.00	\$0.15/mile

Rates above include collision and liability as defined in Contract Modification #10 and Attachment A of the DGS Contract #C600005.

- Daily is defined as one (1), twenty-four (24) hour period
- Weekly is defined as seven (7), consecutive twenty-four (24) hour periods
- Monthly is defined as thirty (30), consecutive twenty-four (24) hour periods

Contract C600005 provides only for rentals originating in the Commonwealth of Virginia. Rentals originating outside of the Commonwealth of Virginia are to be procured separately.

B. Definitions for Airport and Fixed Base Operation Location Fees

1. **Access Fee:** A fee charged by some airports to rental car companies located off airport grounds for the use of access roadways. Some airports charge a flat fee; others charge a percentage of the total rental charges. This fee is sometimes charged to on-site companies as well. Rental car companies do not receive revenue from this fee because it is a pass-through.

2. **Concession Recovery (CR) Fee:** Is Owner's charge to recover the concession fee paid by Owner to this airports owner or operator in connection to this rental.
3. **Customer Facility Charge (CFC):** Required to be paid by Owner or collected from Renter in connection with this rental, for the construction, financing, operation and/or maintenance of this consolidated rental facility; other airport facilities, and/or transportation related facilities.
4. **Drop Charge:** Fee applied when a vehicle originates at the non-airport location and is returned to an airport location.
5. **Fixed Base Operation (FBO) Location:** FBO is the primary provider of services to General Aviation aircraft and operators located at or adjacent to an airport. An FBO may be a private enterprise, municipality or city operated, or state-agency operated. FBO business traditionally offer aircraft refueling of both reciprocating engine aircraft fuel and turbine aircraft fuel, aircraft parking and tie-down, and access to basic comforts such as restrooms and telephones. Other services may include flight training and aircraft rental, aircraft maintenance service, hangar storage, air charter and air-taxi, aircraft sales and ground handling of passengers, baggage and/or cargo. Auxiliary services such as car rental, pilot/crew rest lounges, in-flight catering, and hotel reservation/concierge services for both crew and passenger may also be available.
6. **One Way Charge:** Fee applied when a vehicle is returned to a rental location other than the rental location where the rental originated.

C. Price Schedule – Virginia Airport and FBO Location Fees

1. Virginia Airport Locations:

Location	Access Fees	CR Fee	CFC	One Way Charge	Drop Charges
Blacksburg Airport	N/A	11.11%	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Dulles International Airport	11.11%	N/A	N/A	\$.50/mile both ways for one way	\$75.00 from non-airport locations
Lynchburg Airport	N/A	11.11%	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Newport News Airport	N/A	11.11%	\$3.00/Day	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Norfolk International Airport	N/A	11.11%	\$.62/Day	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Reagan National Airport	8.00%	N/A	N/A	\$.50/mile both ways for one way	\$75.00 from non-airport locations
Richmond International Airport	N/A	11.11%	\$1.70/Day	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Roanoke Airport	N/A	11.11%	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia

2. Virginia FBO Locations:

Location	Access Fees	CR Fee	GFC	One Way Charge	Drop Charges
Aero Industrial Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Airport Authority	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Atlantic Aviation	N/A	11.11%	\$3.00/Day	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Blue Ridge Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Central Virginia Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Crewe Municipal Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Culpeper County Reg. Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Dominion Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Dulles/Private Airport Hawthorn	11.11%	N/A	N/A	\$.50/mile both ways for one way	\$75.00 from non-airport locations
Executive Air	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Falwell Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Franklin Municipal Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
General Aviation Danville	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Glick Fields Inc.	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Hampton Roads Exec Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Heart of Virginia Aviation (Farmville/Ashland)	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Horizon Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Hummel Aviation LLC	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Landmark Aviation Charlottesville	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Landmark Aviation Roanoke	N/A	11.11%	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Landmark Aviation/Norfolk	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Million Air Richmond	N/A	11.11%	\$1.70/Day	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Mountain Empire Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia

Virginia FBO Locations Continued:

Location	Access Fees	CR Fee	CFC	One Way Charge	Drop Charges
New Kent County	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
New London Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
New River Valley Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Richmond Jet Center	N/A	11.11%	\$1.70/Day	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Rick Aviation	N/A	11.11%	\$3.00/Day	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Shenandoah Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Skylark Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Suffolk Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Twin County Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Virginia Aviation Retail	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Virginia Highlands Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Virginia Tech/Montgomery Co. Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
West Point Aviation	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia
Williamsburg Jamestown Airport	N/A	N/A	N/A	\$1.00/mile	N/A on rentals originating AND dropping within Virginia